

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings ⇨ ⇨ ⇨	RECORDATION FORM COVER SHEET TRADEMARKS ONLY	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): <u>The Wornick Company</u> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input checked="" type="checkbox"/> Corporation - <u>Nevada</u> <input type="checkbox"/> Other Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies) Name: <u>The Wornick Company</u> Internal Address: <u>10825 Kenwood Road</u> Street Address: City: <u>Cincinnati</u> State: <u>OH</u> Zip: <u>45242</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - <u>Delaware</u> <input type="checkbox"/> Other: If assignee is not domiciled in the United States, a domestic representative designation is attached? <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other Execution Date: <u>June 30, 2004</u>	

4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>See attached schedules</u> Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	B. Trademark Registration No.(s) <u>See attached schedules</u>
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5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Joel E. Lutzker, Esq.</u> Internal Address: <u>Schulte Roth & Zabel LLP</u> Street Address: <u>919 Third Avenue</u> City: <u>New York</u> State: <u>N.Y.</u> Zip: <u>10022</u>	6. Total number of applications and registrations involved: 9 7. Total fee (37 CFR 3.41)..... \$ <u>240.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>500675 - Schulte Roth & Zabel LLP</u> (Attach duplicate copy of this page if paying by deposit account)
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DO NOT USE THIS SPACE

9. Statement and signature. <i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i> <u>Joel E. Lutzker</u> Name of Person Signing	 Signature <u>July 13, 2004</u> Date
Total number of pages including cover sheet, attachments, and document: 5	

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments, Washington, D.C. 20231

CH \$240.00 500675 78296134

SCHEDULE A

U.S.A.

TRADEMARK	REGISTRATION NO.
HOMESTYLE EXPRESS & Design	2,700,431
MIL SPEC MADE IN USA & Design	2,058,220
WORNICK FAMILY FOODS	2,563,412

TRADEMARK	APPLICATION NO.
EASY TOPPINGS	78/296,134
EZ TOPPERS	78/313,447
GREAT FOOD EXPRESS	78/275,067
HOMESTYLE EXPRESS EASY TOPPERS	78/313,986
HOMESTYLE EXPRESS EZ TOPPERS	78/314,014
ASIAN STYLE SELECTIONS	78/401,799

TRADEMARK ASSIGNMENT - U.S.A.

WHEREAS, The Wornick Company, a Nevada corporation with a place of business at 10825 Kenwood Road, Cincinnati, Ohio 45242 (hereinafter "SELLER"), is the owner of all right, title and interest in and to certain trademarks, including the trademark registrations and applications for registration thereof and the common law rights pertaining thereto identified in Schedule A hereto and incorporated herein by reference (hereinafter the "MARKS"), and is the owner of the goodwill of the business symbolized by the MARKS and connected with the use thereof; and

WHEREAS, The Wornick Company, a Delaware corporation having a mailing address of 10825 Kenwood Road, Cincinnati, Ohio 45242 (hereinafter "BUYER"), is desirous of acquiring all of SELLER's right, title and interest in and to the MARKS, together with the applications therefor and registrations thereof and the goodwill of the business symbolized thereby;

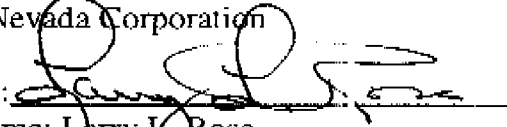
NOW, THEREFORE, in consideration of the foregoing premises and the mutual promises set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. SELLER does hereby assign, transfer and convey, effective as of the date hereof, to BUYER, its successors, legal representatives and assigns, all of SELLER's right, title, and interest in and to the MARKS (including, without limitation, the United States trademark applications and registrations therefor listed in Schedule A hereto and all other registrations and applications for registration of the MARKS in all jurisdictions), together with the goodwill of that portion of SELLER'S business symbolized thereby, including without limitation, the right to petition, sue or otherwise seek and recover damages, profits and any other remedy (monetary, injunctive, declaratory or other), for any past, present or future infringement, dilution, conversion or misappropriation of, or other injury, offense, violation, breach of duty or wrong relating to the MARKS.

2. SELLER agrees that it will execute and deliver, or cause to be executed and delivered, to BUYER or BUYER's legal representatives, any other or additional assignments, documents, certificates, powers or other writings, and take all additional actions, as may be reasonably necessary to transfer the MARKS to BUYER, to effectuate and validate this Assignment, to record this Assignment of the MARKS to BUYER with the United States Patent and Trademark Office, and the appropriate governmental authorities of all other jurisdictions in which SELLER has obtained registration(s) and/or filed application(s) under the relevant laws of the United States and all other relevant jurisdictions.

IN WITNESS WHEREOF, the undersigned has executed this Assignment as of this 30th day of June, 2004.

THE WORNICK COMPANY,
a Nevada Corporation

By: 

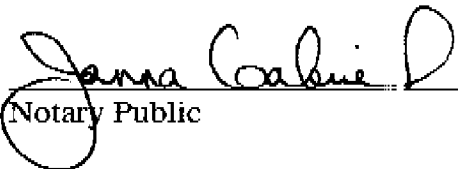
Name: Larry L. Rose

Title: President and Chief Executive Officer

SEAL

STATE OF NEW YORK)
) ss
COUNTY OF NEW YORK)

On this 30th day of June, 2004, before me personally appeared Larry L. Rose to me personally known, who being duly sworn, did say that he is the President and Chief Executive Officer of THE WORNICK COMPANY and that he duly executed the foregoing instrument for and on behalf of THE WORNICK COMPANY, being duly authorized to do so and that said individual acknowledged said instrument to be the free act and deed of said corporation.


Notary Public

JANNA GABRIEL
Notary Public, State of New York
No. 01GA6054427
Qualified in New York County
Commission Expires Sept. 24, 2005

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